

IRON MOUNTAIN INC

Form S-8

July 28, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE

SECURITIES ACT OF 1933

IRON MOUNTAIN INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware

23-2588479

(State or Other Jurisdiction of

(I.R.S. Employer

Incorporation or Organization)

Identification No.)

745 Atlantic Avenue, Boston, Massachusetts 02111

(Address of Principal Executive Offices including zip code)

Iron Mountain Incorporated 2003 Employee Stock Purchase Plan

(Full Title of the Plan)

C. Richard Reese

Chairman of The Board of

Directors and Chief Executive Officer

Iron Mountain Incorporated

745 Atlantic Avenue

Boston, Massachusetts 02111

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(617) 535-4766

(Name, Address and Telephone Number of Agent For Service)

COPY TO:

William J. Curry, Esq.

Sullivan & Worcester LLP

One Post Office Square

Boston, Massachusetts 02109

(617) 338-2800

If, as a result of stock splits, stock dividends or similar transactions, the number of securities purported to be registered on this registration statement changes, the provisions of Rule 416 under the Securities Act of 1933, as amended, shall apply to this registration statement.

The prospectus meeting the requirements of Section 10(a) of the Securities Act of 1933, as amended, which is being provided to participants in the 2003 Employee Stock Purchase Plan in conjunction with this registration statement also relates to the shares registered under the Registration Statement on Form S-8 dated June 6, 2003 (File No. 333-105938), as amended by Post-Effective Amendment No. 1 to Form S-8 dated June 2, 2005, of Iron Mountain Incorporated.

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock, \$0.01 par value per share	1,200,000	\$32.06	\$38,472,000	\$4,528

(1) The proposed maximum offering price per share and the proposed maximum aggregate offering price have been estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933 on the basis of the average of the high and low prices of the Common Stock on the New York Stock Exchange on July 25, 2005.

Registration of Additional Securities Explanatory Note

We are filing this registration statement to register an additional 1,200,000 shares of our common stock for issuance under the 2003 Employee Stock Purchase Plan (the "Plan"). The increase in the number of shares authorized for issuance under the Plan was approved by our stockholders at our 2005 annual meeting held on May 26, 2005. On June 6, 2003 we filed a registration statement on Form S-8 (Reg. No. 333-105938), as amended by Post-Effective Amendment No. 1 to Form S-8 dated June 2, 2005 (the "Prior Registration Statement"), covering 1,125,000 shares of our common stock (as adjusted to reflect our three-for-two stock split effective June 30, 2004) authorized for issuance under the original version of the Plan with the Securities and Exchange Commission (the "Commission"). Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference, except for Item 3 and Item 8 of the Prior Registration Statement, which are being updated by this registration statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following additional documents, which have been filed by the Company with the Commission, are incorporated by reference in and made a part of this registration statement, as of their respective dates:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed on March 16, 2005;
- (b) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005, filed on May 9, 2005;
- (c) The Company's definitive proxy statement on Schedule 14A, filed on April 27, 2005;
- (d) The Company's Current Reports on Form 8-K filed on April 5, 2005, May 27, 2005 and July 5, 2005; and

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(e) The description of the Company's common stock contained in the registration statement on Form 8-A filed on May 27, 1997 (File No. 1-13045), as amended by Amendment No. 1 to Form 8-A filed on June 3, 2005 and all further amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement herein, or in any subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 8. Exhibits.

The following exhibits are filed as part of this registration statement:

EXHIBIT NO.	DESCRIPTION
5.1	Opinion of Sullivan & Worcester LLP.*
23.1	Consent of Sullivan & Worcester LLP (contained in the opinion of Sullivan & Worcester LLP filed herewith as Exhibit 5.1).
23.2	Consent of Deloitte & Touche LLP.*
23.3	Consent of RSM Robson Rhodes LLP (Iron Mountain Europe Limited (f/k/a Britannia Data Management Limited)).*
24	Powers of Attorney (included in the signature page to this registration statement).

* filed herewith

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective

amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933 if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that subparagraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in the periodic reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act of 1934, that are incorporated by reference in this registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby further undertakes that, for the purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described under Item 6 of this registration statement, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling

precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Commonwealth of Massachusetts, on the 27th day of July, 2005.

IRON MOUNTAIN INCORPORATED

By: /s/ C. Richard Reese

Name: C. Richard Reese
Title: Chief Executive Officer and
President

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-8 has been signed below by the following persons in the capacities and on the dates indicated. The undersigned officers and directors of the Company hereby severally constitute and appoint C. Richard Reese and John F. Kenny, Jr., and each of them acting singly, our true and lawful attorneys to sign for us and in our names in the capacities indicated below any and all amendments or supplements, whether pre-effective or post-effective, to this registration statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Commission, granting unto each of said attorneys, acting singly, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming our signatures to said amendments to this registration statement signed by our said attorneys and all else that said attorneys may lawfully do and cause to be done by virtue hereof.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ C. Richard Reese</u> C. Richard Reese	Chairman, Chief Executive Officer, President and Director	July 27, 2005
<u>/s/ John F. Kenny, Jr.</u> John F. Kenny, Jr.	Executive Vice President, Chief Financial Officer and Director	July 27, 2005
<u>/s/ Jean A. Bua</u> Jean A. Bua	Senior Vice President and Corporate Controller (Principal Accounting Officer)	July 27, 2005
<u>/s/ Clarke H. Bailey</u> Clarke H. Bailey	Director	July 27, 2005
<u>/s/ Constantin R. Boden</u> Constantin R. Boden	Director	July 27, 2005

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/s/ Kent P. Dauten
Kent P. Dauten

Director

July 27, 2005

/s/ B. Thomas Golisano
B. Thomas Golisano

Director

July 27, 2005

/s/ Arthur D. Little
Arthur D. Little

Director

July 27, 2005

/s/ Vincent J. Ryan
Vincent J. Ryan

Director

July 27, 2005